

The Estates of Walden
General Notes

811-10-1526

1. PROPOSED DRIVEWAY, SIDEWALK, CURB, GUTTER LINE AND GRADE SHALL MATCH EXISTING STREET.
2. PROPOSED SIDEWALK SHALL BE CONSTRUCTED WITH PORTLAND CEMENT 44 SACK CEMENT PER CUBIC YARD, 4 INCHES THICK AND 4 FEET MINIMUM WIDTH.
3. PROPOSED DRIVEWAY SHALL BE BUILT WITH PORTLAND CEMENT CONCRETE, 44 SACK CEMENT PER CUBIC YARD, 6 INCHES THICK, FROM PROPOSED SAW CUT AT EXISTING PAVEMENT TO RIGHT-OF-WAY LINE AND TO BE REINFORCED WITH 3/8 INCHES # DEFORMED REINFORCING BARS (MINIMUM, ASTM A615 GRADE 60, UNLESS NOTED) SPACED AT 24 INCHES C.C., EACH WAY, WITH 6 INCHES MINIMUM LAP (12" x 12" W4 x W4 AS ALTERNATE).
4. PROPOSED DRIVEWAY REINFORCING STEEL IS TO BE TIED TO EXISTING ROADWAY REINFORCING STEEL WITH A MINIMUM 8 INCHES LAP.
5. PROPOSED CURB AND GUTTER LINE SHALL BE BUILT WITH PORTLAND CEMENT CONCRETE, 44 SACK CEMENT PER CUBIC YARD, AS SHOWN ON DRAWING
6. PROPOSED GUTTER LINE IS TO BE MAINTAINED AT FACE OF EXISTING CURB.
7. SAW CUT EXISTING CURB AT EACH END OF PROPOSED DRIVEWAY AND KNOCK OUT EXISTING CURB.
8. SAW CUT EXISTING PAVEMENT AND BREAK OUT TO EXPOSE EXISTING REINFORCEMENT STEEL AT LEAST 6 INCHES AT PROPOSED DRIVEWAY INTERSECTION.
9. COMPACT SUBGRADE FOR PROPOSED DRIVEWAY CONNECTION FROM PROPOSED SAW CUT AT EXISTING PAVEMENT TO RIGHT-OF-WAY LINE, COMPACT TO 95% OF STANDARD PROCTOR DENSITY (+ 2% OPT. MOISTURE). THE COUNTY ENGINEER RESERVES THE RIGHT TO REQUIRE LABORATORY TESTS IF HE DEEMS THEM NECESSARY.
10. PROPOSED AREA BETWEEN DRIVEWAYS, FROM BACK OF CURB TO SIDEWALK AND FROM SIDEWALK TO RIGHT-OF-WAY LINE MAY BE CONCRETE OR DIRT (ROADWAYS WITH CURBS AND SIDEWALKS).
11. IF MORE THAN ONE PROPOSED DRIVEWAY IS BUILT ON THE SAME PROPERTY, SAID DRIVEWAYS SHALL BE SEPARATED BY A MINIMUM DISTANCE OF AT LEAST 20 FEET (ROADWAYS WITH CURBS AND SIDEWALKS).
12. PROPOSED SIDEWALKS SHALL HAVE ONE-INCH BOARD EXPANSION JOINTS OR HALF-INCH (1/2") NON-EXTRUDING PREFORMED JOINTS EVERY 20 FEET (MINIMUM) OR 36 FEET (MAXIMUM) THROUGHOUT ENTIRE LENGTH OF PROPOSED SIDEWALK OR WHERE NEW WALK MEETS OLD (EXISTING) WALK AND/OR NEW PROPOSED DRIVEWAY.
13. PROPOSED ONE-INCH BOARD EXPANSION JOINT OR HALF-INCH (1/2") NON-EXTRUDING PREFORMED JOINT WILL BE BETWEEN SIDEWALK AND CURB, AROUND FIRE HYDRANTS AND UTILITY POLES.

CONSTRUCTION NOTES FOR SIDEWALKS & DRIVEWAYS ON CURBED TYPE STREETS. RESIDENTIAL AREA	Approved By:	Drawn By:
	Date:	Drawing No: 2

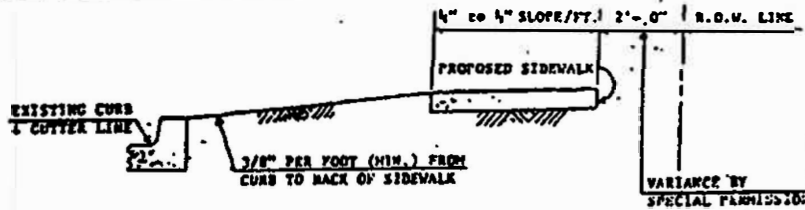
MINIMUM CONSTRUCTION STANDARDS

1. All wood siding shall be of a No. 1 grade, tongue & groove material.
 2. All composition roofing materials shall be a minimum of 320 lbs. per square and shall be Weathered Wood or similar in color as may be approved.
 3. All concrete driveway connections shall be constructed in accordance with the attached specifications for residential driveways. Concrete driveways shall be 6" in thickness from the proposed saw cut at the existing pavement to the right-of-way.
 4. All ornamental iron fences shall be constructed in accordance with the attached fence detail. Pilasters which are in harmony with the main residential structure must be constructed in conjunction with said fence and must be located at all angle points in said fence and spaced no more than thirty feet apart.
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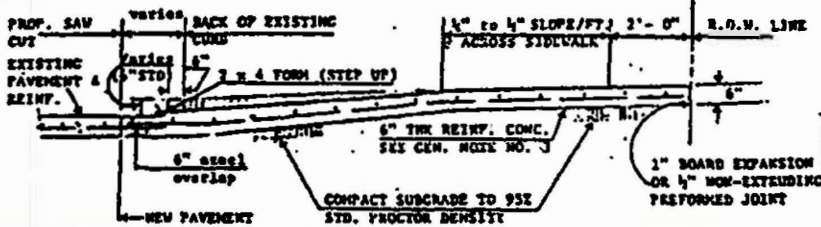
When a sidewalk, driveway, or curb & gutter is constructed, reconstructed, repaired or regraded on County Right of Way.

For use with Concrete or Asphalt Curbed Type Streets, use Sections Applicable:

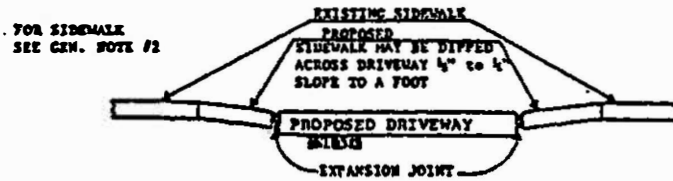
A - Use when sidewalk to be built other than driveway



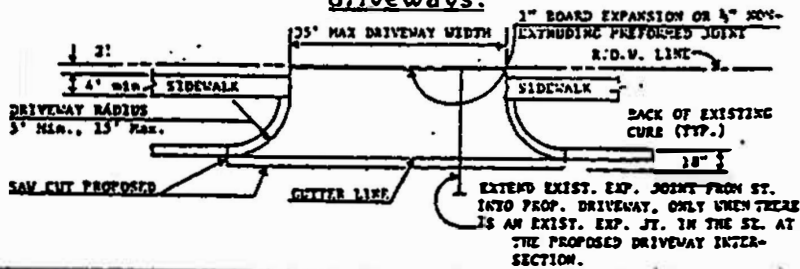
B - Use for all proposed drives on curbed type streets



C - Use when proposed driveway is to be built with existing sidewalks with excessive grade:



D - Use for all proposed existing curb removal for driveways:



SIDEWALKS & DRIVEWAYS ON CURB TYPE STREETS
RESIDENTIAL AREA

Approved By:

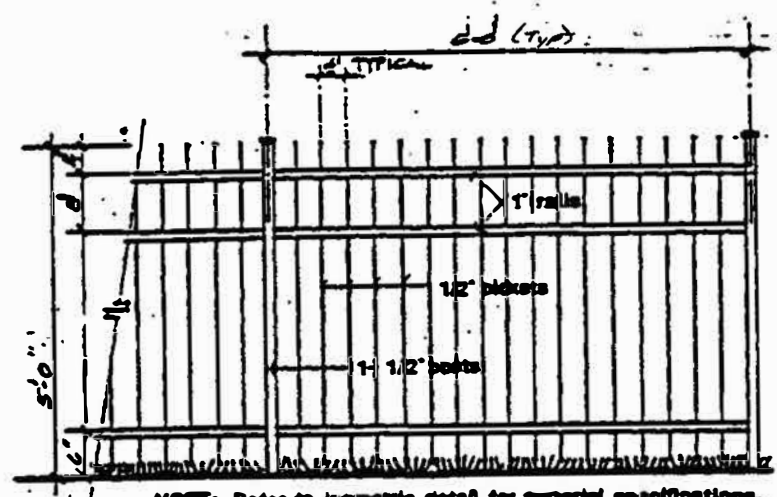
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Date:

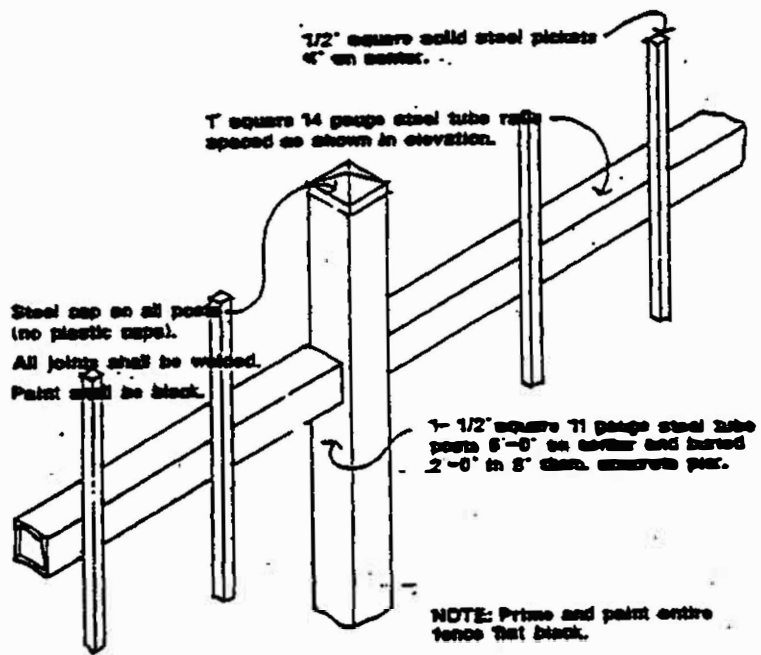
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811-10-1329



ELEVATION OF REQUIRED FENCE DESIGN



Walden on Lake Conroe
 The Estates of Walden
 Typical Ornamental Iron Fence Detail

THE ESTATES OF WALDEN
BOAT SLIP CONSTRUCTION STANDARDS

The following is a recommended minimum specifications for construction of boat slips within The Estates of Walden:

1. 6"X 6" piling, .60 CCA treated
 2. 2"X 10" center match sheeting, .60 CCA treated
 3. 3"x 8" walers, .60 CCA treated
 4. 2"x 12" cap board and rub rail, .40 CCA treated
 5. 8" round X 8' deadman, .40 CCA treated
 6. Filter fabric equal to or better than Phillip 4NP behind all walls.
 7. Tie-back rods to be 5/8" solid rod and not braided cable.
 8. All hardware should be hot dipped galvanized.
 9. Location: Unless otherwise approved, all boat slips should be constructed no closer than 17' to the adjacent property. This is required so that deadmen can be set 12' from the wall leaving a minimum of 5' between the deadman and the adjacent property.
 10. Elevation: A part of the bulkhead within The Estates is at elevation 203' and a part is at elevation 204'. We recommend that a boat slip that steps down to the water approximately one foot (1') be constructed on all bulkheads at elevation 204'. This is to make boarding the boat at normal lake elevation easier.
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THE ESTATES OF WALDEN TREE POLICY

Existing vegetation shall include trees which have a four (4) inch or greater caliper trunk, measured one (1) foot above normal grade. Existing vegetation shall be preserved and protected to the greatest reasonable extent possible. Unless otherwise approved by the Architectural Control Committee (Committee), no trees shall be cut or removed except to provide room for construction of improvements, those presenting a hazard to the structural integrity of the slab or to remove dead or unsightly trees.

The Owner of any lot who constructs a new home shall be required to have a minimum of five (5) viable trees, each a minimum of three inches in diameter measured twelve (12) inches above natural grade, on the lot after home construction is complete. Provided further, a minimum of two (2) of the above required five (5) trees shall be planted or growing in the front yard area, that is in front of the principle residential building constructed on the lot. All corner lots shall have a minimum of two (2) three-inch diameter trees planted within their side yard area, that is, that yard adjacent to the street with the longest dimension. It is the intent of this requirement that, for example, if the otherwise qualifying five (5) trees are native trees growing on the lot in areas which are not in front of the principle residential structure, that two (2) additional three (3) inch trees be planted in the front or side area described. It is accordingly the intent that each newly constructed home have a minimum of five (5) trees, at least two (2) of which are in the front yard and in the case of corner lots two additional trees on the side yard area as stated.

In order to maintain the view from each waterfront lot, the Committee has determined that no tree may be planted at a point that is greater than twenty-five (25) feet beyond the rear building line as shown on the recorded plat of the subdivision and that only three trees may be planted in this 25 foot strip previously mentioned. However, the Committee may allow the planting of additional trees at other locations beyond the rear building line if in the sole opinion of the Committee the location of the trees does not unnecessarily effect the views or aesthetics within The Estates. The Committee has also determined that trees with similar characteristics of willow trees will not be allowed to be planted within the subdivision.

All trees shall be maintained in such a manner so as not to block the view of the adjacent property owners.

BY-LAWS
OF
THE ESTATES ASSOCIATION

ARTICLE I

NAME AND LOCATION

Section 1. The name of the Corporation is The Estates Association, hereinafter referred to as the "Association".

Section 2. Meetings of members and trustees may be held at such places either within or without the State of Texas, as may be designated and directed by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to The Estates Association, a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declarations of Restrictions for Walden on Lake Conroe, The Estates of Walden a subdivision in Montgomery County, Texas.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the said Declarations of Restrictions.

Section 4. "Owner" shall mean and refer to the owner of a fee, undivided fee interest or a purchaser thereof under a contract of sale whether one or more persons or entities of any Lot which is a part of the Properties subject to a maintenance charge capable of being assessed by the Association, but excluding those having such interest merely as security for the performance of any obligation and those having only an interest in the mineral estate.

The Association shall act through a three (3) member Board of Trustees elected annually in the month of January on the third Wednesday thereof. The initial Board of Trustees, which shall serve through January 31, 2005, shall be composed of Jerry H. Deutser, S. Conrad Weil, Jr and Michael A. Hunt. Any vacancy on the Board of Trustees from whatever cause may be filled by the remaining member or members of the Board.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The regular annual meeting of the members of the Association shall be held on the third Wednesday in January of each year beginning 1991 at 10:00 a.m. at the principal office of the corporation. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least fifteen (15) days, but not more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of the notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the total votes of all members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of this Association shall be managed by a Board of three (3) Trustees, who need not be members of the Association.

Section 2. Term of Office. The initial Board of Trustees of the Association set forth in the Articles of Incorporation, being Jerry H. Deuber, S. Conrad Weil, Jr. and Michael A. Hunt shall serve as the initial trustees of the Association and shall hold office until the 1991 annual meeting. At the annual meeting in 1991, the members shall elect one trustee for a term of one year, one trustee for a term of two years and one trustee for a term of three years; at each annual meeting thereafter, the members shall elect that number of trustees whose terms expire at such time.

Section 3. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual

meeting until the close of the next meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 4. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No trustee shall receive compensation for any service he may render to the Association; provided, however, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without a Meeting. The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE V

MEETING OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then

that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association or by any trustee after not less than three (3) days notice to each trustee, which such notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the number of trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall have power to:

- (a) Suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties and authority vested in or designated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declarations.
- (c) Declare the office of a member of Trustees to be vacant in the event such member shall be absent from three (3) consecutive

regular meetings of the Board of Trustees; and

- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

Section 2. Duties. It shall be the duty of the Board of Trustees to:

- (a) Cause to be kept a complete record of all acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) Supervise all officers, agent and employees to this Association, and to see that their duties are properly performed;
- (c) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof.
- (d) Issue, or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and,
- (f) Cause any officers or employees having fiscal responsibilities to be

bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall be at all times a member of the Board of Trustees; a vice president; a secretary; and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Officers. No person shall simultaneously hold more than one office except the office of Vice President, Secretary, Treasurer and/or special offices created pursuant to Section Four of this Article.

Section 8. Duties. The duties of the officers of the Association are as follows:

President

- (a) The President shall preside at all meetings of the Board of Trustees and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- (b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep

accurate books and records of the fiscal affairs of the Association and to make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declarations, each member is obligated to pay the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owners personally obligated to pay the same or foreclose the line against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such

assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of any of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendments. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy or by the Board of Trustees.


Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declarations shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the fiscal year shall begin on the date of incorporation.

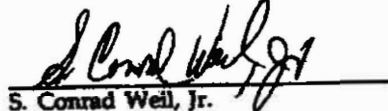
IN WITNESS WHEREOF, we being all of the Trustees of the Walden's The Estates of Walden, have hereunto set our hands this the 17 day of July, 1990.



Jerry H. Deutscher



Michael A. Hunt



S. Conrad Weil, Jr.

BY-LAWS
OF
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- (c) Declare the office of a member of Trustees to be vacant in the event such member shall be absent from three (3) consecutive

regular meetings of the Board of Trustees; and

- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

Section 2. Duties. It shall be the duty of the Board of Trustees to:

- (a) Cause to be kept a complete record of all acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) Supervise all officers, agent and employees to this Association, and to see that their duties are properly performed;
- (c) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce tie liens given to secure payment thereof.
- (d) Issue, or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and,
- (f) Cause any officers or employees having fiscal responsibilities to be

bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall be at all times a member of the Board of Trustees; a vice president; a secretary; and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Officers. No person shall simultaneously hold more than one office except the office of Vice President, Secretary, Treasurer and/or special offices created pursuant to Section Four of this Article.

Section 8. Duties. The duties of the officers of the Association are as follows:

President

- (a) The President shall preside at all meetings of the Board of Trustees and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- (b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep

accurate books and records of the fiscal affairs of the Association and to make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declarations, each member is obligated to pay the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owners personally obligated to pay the same or foreclose the line against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such

assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of any of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendments. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy or by the Board of Trustees.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declarations shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we being all of the Trustees of the Walden's The Estates of Walden, have hereunto set our hands this the 17 day of


July, 19 90.



Jerry M. Dabbs



Michael A. Hunt



S. Conrad Weil, Jr.

BY-LAWS
OF
THE ESTATES ASSOCIATION

ARTICLE I

NAME AND LOCATION

Section 1. The name of the Corporation is The Estates Association, hereinafter referred to as the "Association".

Section 2. Meetings of members and trustees may be held at such places either within or without the State of Texas, as may be designated and directed by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to The Estates Association, a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declarations of Restrictions for Walden on Lake Conroe, The Estates of Walden a subdivision in Montgomery County, Texas.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the said Declarations of Restrictions.

Section 4. "Owner" shall mean and refer to the owner of a fee, undivided fee interest or a purchaser thereof under a contract of sale whether one or more persons or entities of any Lot which is a part of the Properties subject to a maintenance charge capable of being assessed by the Association, but excluding those having such interest merely as security for the performance of any obligation and those having only an interest in the mineral estate.

The Association shall act through a three (3) member Board of Trustees elected annually in the month of January on the third Wednesday thereof. The initial Board of Trustees, which shall serve through January 31, 2005, shall be composed of Jerry H. Deutscher, S. Conrad Weil, Jr and Michael A. Hunt. Any vacancy on the Board of Trustees from whatever cause may be filled by the remaining member or members of the Board.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the third Wednesday in January of each year beginning 1991 at 10:00 a.m. at the principal office of the corporation. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least fifteen (15) days, but not more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of the notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the total votes of all members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of this Association shall be managed by a Board of three (3) Trustees, who need not be members of the Association.

Section 2. Term of Office. The initial Board of Trustees of the Association set forth in the Articles of Incorporation, being Jerry H. Deutser, S. Conrad Weil, Jr. and Michael A. Hunt shall serve as the initial trustees of the Association and shall hold office until the 1991 annual meeting. At the annual meeting in 1991, the members shall elect one trustee for a term of one year, one trustee for a term of two years and one trustee for a term of three years; at each annual meeting thereafter, the members shall elect that number of trustees whose terms expire at such time.

Section 3. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual

meeting until the close of the next meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 4. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No trustee shall receive compensation for any service he may render to the Association; provided, however, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without a Meeting. The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE V

MEETING OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then

that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association or by any trustee after not less than three (3) days notice to each trustee, which such notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the number of trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall have power to:

- (a) Suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties and authority vested in or designated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declarations.
- (c) Declare the office of a member of Trustees to be vacant in the event such member shall be absent from three (3) consecutive

regular meetings of the Board of Trustees; and

- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

Section 2. Duties. It shall be the duty of the Board of Trustees to:

- (a) Cause to be kept a complete record of all acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) Supervise all officers, agent and employees to this Association, and to see that their duties are properly performed;
- (c) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof.
- (d) Issue, or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and,
- (f) Cause any officers or employees having fiscal responsibilities to be

bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

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- (a) The President shall preside at all meetings of the Board of Trustees and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- (b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

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- (d) The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep

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ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word "Texas".

ARTICLE XII

AMENDMENTS

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Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declarations shall control.


ARTICLE XIII

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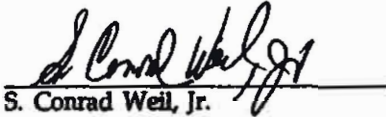
July, 19 90.



Jerry H. Deutser



Michael A. Hunt



S. Conrad Weil, Jr.